

EXHIBIT 1

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

**JOHN RICHARD BEACH, Individually)
and on Behalf of All Others Similarly)
Situating,)**

Plaintiff,

vs.

**HEALTHWAYS, INC., THOMAS G.
CIGARRAN, BEN R. LEEDLE JR.,
MARY A. CHAPUT, DONALD
TAYLOR, MARY HUNTER, and
MATTHEW KELLIHER,**

Defendants.

**Civil Action No. 3:08-cv-00569
(Consolidated)**

**Chief Judge Todd J. Campbell
Magistrate Judge Juliet Griffin**

**DEFENDANTS' RESPONSES AND OBJECTIONS TO PLAINTIFF'S FIRST REQUESTS
FOR ADMISSIONS TO DEFENDANTS REGARDING CLASS CERTIFICATION**

Defendants Healthways, Inc. ("Healthways"), Thomas G. Cigarran, Ben R. Leedle, Jr., Mary A. Chaput, Donald Taylor, Mary Hunter, and Matthew Kelliher (collectively "Defendants"), by and through their undersigned counsel, pursuant to Rules 26 and 36 of the Federal Rules of Civil Procedure, hereby serve their Responses and Objections to Plaintiff's First Request for Admissions to Defendants Regarding Class Certification ("Requests").

GENERAL OBJECTIONS:

Defendants reserve the right at any time to revise, add to, or clarify any of the responses provided herein based upon newly discovered information.

By responding to these Requests, Defendants do not concede the relevancy or admissibility of the information provided.

Defendants' responses to the Requests are made for purposes of the above-styled pending litigation only and shall not be construed as an admission for any other purpose, nor may they be used against Defendants in any other proceeding.

DEFINITIONS:

The Requests below are intended to exclude any communications pursuant to a confidentiality agreement in connection with an actual or potential investment banking engagement or transaction regarding financing or other matters not related to the purchase or sale of Healthways securities. In addition, the term "material" as used in these Requests shall have the same definition of materiality as set forth in *Basic, Inc. v. Levinson*, 485 U.S. 224, 231-32 (1988) (Information is "material" where there is "a substantial likelihood that the disclosure of the omitted fact would have been viewed by the reasonable investor as having significantly altered the 'total mix' of information made available.").

REQUEST FOR ADMISSION NO. 1:

That during the class period no individual defendant or Healthways' executive communicated any material information to any financial analyst, institutional investor or investment manager that was not also contained in Company press releases, Company conference calls, and/or Company SEC filings, posted on the Company's website, and/or otherwise publicly communicated.

RESPONSE:

Admitted.

REQUEST FOR ADMISSION NO. 2:

That during the class period Mary A. Chaput did not communicate any material information to any financial analyst, institutional investor or investment manager that was not also contained in Company press releases, Company conference calls, and/or Company SEC filings, posted on the Company's website, and/or otherwise publicly communicated.

RESPONSE:

Admitted.

REQUEST FOR ADMISSION NO. 3:

That during the class period Ben R. Leedle Jr. did not communicate any material information to any financial analyst, institutional investor or investment manager that was not also contained in Company press releases, Company conference calls, and/or Company SEC filings, posted on the Company's website, and/or otherwise publicly communicated.

RESPONSE:

Admitted.

REQUEST FOR ADMISSION NO. 4:

That during the class period Mary A. Chaput did not communicate any material information to Neal Kaufman or any other representative of Baron Capital Management that was not also contained in Company press releases, Company conference calls, and/or Company SEC filings, posted on the Company's website, and/or otherwise publicly communicated.

RESPONSE:

Admitted.

REQUEST FOR ADMISSION NO. 5:

That during the class period Ben R. Leedle, Jr. did not communicate any material information to Neal Kaufman or any other representative of Baron Capital Management that was not also contained in Company press releases, Company conference calls, and/or Company SEC filings, posted on the Company's website, and/or otherwise publicly communicated.

RESPONSE:

Admitted.

REQUEST FOR ADMISSION NO. 6:

That during the class period no individual defendant or Healthways' executive communicated any material information to any representative of Lotsoff Capital Management that was not also contained in Company press releases, Company conference calls, and/or Company SEC filings, posted on the Company's website, and/or otherwise publicly communicated.

RESPONSE:

Admitted.

REQUEST FOR ADMISSION NO. 7:

That during the class period Mary A. Chaput did not communicate any material information to any representative of Lotsoff Capital Management that was not also contained in Company press releases, Company conference calls, and/or Company SEC filings, posted on the Company's website, and/or otherwise publicly communicated.

RESPONSE:

Admitted.

REQUEST FOR ADMISSION NO. 8:

That during the class period Ben R. Leedle, Jr. did not communicate any material information to any representative of Lotsoff Capital Management that was not also contained in Company press releases, Company conference calls, and/or Company SEC filings, posted on the Company's website, and/or otherwise publicly communicated.

RESPONSE:

Admitted.

Respectfully submitted, this 6th day of November, 2009.



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CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the foregoing has been served upon opposing counsel, via electronic mail, on this the 6th day of November, 2009:

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